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**美亞控股有限公司\***  
**MAYER HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1116)**

## **INSIDE INFORMATION ISSUE OF A WRIT OF SUMMONS**

This announcement is made by Mayer Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

References are made to the announcements of the Company dated 30 June 2023 and 10 August 2023, whereby it is disclosed that the Company has been seeking legal advice on appropriate legal actions to be taken in order to protect and safeguard the interests of Company and its shareholders (the “**Shareholders**”) on matters related to Happy (Hong Kong) New City Group Limited (the “**Target Company**”), a British Virgin Islands incorporated company acquired by the Group under a sale and purchase agreement dated 11 June 2019 (as supplemented by various supplemental agreements) (the “**SPA**”) entered into between the Company, Elate Ample Limited (a wholly-owned subsidiary of the Company), Harbour Prestige International Limited and Mr. Zhou Shi Hao (as guarantor) (“**Mr. Zhou**”, an executive director of the Company).

On 5 October 2023, the Company, as plaintiff, filed a writ of summons with the High Court of the Hong Kong Special Administrative Region with an indorsement of claim against Mr. Zhou and Mr. Chen Zhirui (“**Mr. Chen**”, an executive director of the Company) (collectively, the “**Defendants**”). The Company claimed that the Defendants repeatedly refused to hand over accounting documents of the Target Company for the purposes of ascertaining the rights of the Company under the SPA as well as the financial results of the Group, and by doing so, the Defendants have breached their duties of care and/or fiduciary duties and/or duties of fidelity/good faith owed to the Company. Accordingly, the Company is claiming against the Defendants (i) damages and/or equitable compensation, to be assessed; (ii) a declaration that Mr. Zhou and/or Mr. Chen were/was in breach of their/his duties owed to the Company, fiduciary and/or otherwise; (iii) all necessary accounts and inquiries to enable the Company to fulfil its duties under the Listing Rules; (iv) interest; (v) costs; and (vi) further and/or other reliefs as the court deems fit.

The Company will keep the Shareholders and the potential investors informed of any further material development in connection with the above by way of announcement(s) as and when appropriate.

**The Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

By order of the Board  
**Mayer Holdings Limited**  
**Lee Kwok Leung**  
*Chairman and Executive Director*

Hong Kong, 6 October 2023

*As at the date hereof, the board of directors of the Company comprises five executive directors, namely Mr. Lee Kwok Leung (Chairman), Mr. Zhou Shi Hao, Mr. Chen Zhirui, Mr. Xiao Libo (Chief Executive Officer) and Dr. Cheung Ka Yue; one non-executive director, namely Mr. Lam Chung Chak; and three independent non-executive directors, namely Mr. Lau Kwok Hung, Mr. Chan Chun Kit and Mr. Lu Jianping.*

\* *For identification purpose only*